

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: ) Chapter 11  
 )  
W. R. GRACE & CO., et al.<sup>1</sup> ) Case No. 01-01139 (JKF)  
 )  
Debtors. ) (Jointly Administered)  
 )  
 ) Related Docket No. 20872

**PLAN PROONENTS' PROPOSED ORDER ESTABLISHING SCHEDULE OF POST-TRIAL BRIEFING AND RELATED MATTERS**

In connection with the Confirmation Hearing that is scheduled to commence on September 8, 2009 before this Court, the above-captioned debtors (the "Debtors"), together with the Official Committee of Asbestos Personal Injury Claimants, the Official Committee of Equity Security Holders, and the Asbestos PI Future Claimants' Representative (collectively the "Plan Proponents"), hereby submit this proposed scheduling order for post-trial briefing and related matters; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C.

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc., (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc. GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation., W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (F/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

§§ 157 and 1334; and it appearing that venue of this proceeding and the post-trial scheduling order is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED THAT:

1. **Post-trial Briefs.** Phase II of the Confirmation Hearing will be divided into four parts regarding Objections relating to: TDP's Providing Equal Treatment re Libby Claimants (Part I); Plan Not Violating Insurer & Third Party Rights, TAC, Assignment, Class 6 v. 9, Exculpation, Reimbursement and Scope of Injunctions and Releases (Part II); Lender Default Interest (Part III); and Plan Fulfilling Other Requirements of 1129 and 524(g) of the Bankruptcy Code (Part IV). Post-trial briefs for each part of the Confirmation Hearing will be due on the 14th day after the conclusion of all testimony respecting that part of the trial such that post-trial briefing will be staggered and will coincide directly with each part of the trial (*e.g.*, if Libby testimony closes on September 10, post-trial briefs related to Libby issues will be due on September 24; if Lender testimony closes on September 15, post-trial briefs relate to Lender issues will be due on September 29). Reply briefs will be due no later than 7 days after the filing of the opening post-trial briefs for each part of the trial (*e.g.*, if Libby post-trial briefs are due on September 24, reply briefs related to Libby issues will be due on October 1st; if Lender post-trial briefs are due on September 29, reply briefs related to Lender issues will be due on October 6).

2. **Objections to Exhibits, Deposition Designations and Other Prior Testimony.** The Court will not hear argument on relevance objections to exhibits or designations of deposition testimony or other prior testimony during the Confirmation Hearing. The Court will take the objections to exhibits and deposition designations and prior testimony under advisement and will address such objections either as issues arise during individual witness testimony or as part of its overall ruling on the request for Confirmation of the Plan.

3. **Closing Arguments.** Closing arguments shall be allotted the following time to be divided by the parties by agreement:

- Part I (Libby) -- 3 hours total;
- Part II (Insurers/Third Parties) -- 5 hours total;
- Part III (Lenders) -- 3 hours total; and
- Part IV (General) -- 4 hours total.

If the parties cannot agree to a schedule, the Court shall supplement this Order with an additional order so specifying the time allocated to each party.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Pittsburgh, Pennsylvania  
Dated: \_\_\_\_\_, 2009

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Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge